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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION III
1650 Arch Street
Philadelphia, Pennsylvania 19103-2029

NOTICE OF POTENTIAL LIABILITY
URGENT LEGAL MATTER: PROMPT REPLY REQUIRED
CERTIFIED MAIL: RETURN RECEIPT REQUESTED

JUL 05 2002

Conoco, Inc.
Conoco Center
600 North Dairy Ashford
Houston, TX 77079

Attention: Archie W. Dunham, President and CEO

Re: Lower Darby Creek Area Superfund Site -
Folcroft Landfill and Folcroft Landfill Annex
Delaware County, Pennsylvania

Dear Mr. Dunham:

This letter notifies you that Conoco, Inc., may incur, or may have incurred, liability under Section 107(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. § 9607(a), with respect to the Lower Darby Creek Area Superfund Site ("Site"). This letter also notifies you of potential response activities at the Site, which you may be asked to perform or pay for at a later date if the United States performs them.

SITE BACKGROUND

CERCLA, more commonly known as Superfund, has several key objectives including setting priorities for cleanup of the worst hazardous sites in the country, and, determining the parties potentially responsible for investigating, cleaning up or paying the costs of cleaning up such hazardous sites. These parties are referred to as "potentially responsible parties" or "PRPs."

On June 14, 2001, the United States Environmental Protection Agency ("EPA") included the Site on the National Priorities List ("NPL"), a list of the most serious uncontrolled or abandoned sites at which releases of hazardous substances have occurred or may occur. The Site consists of the former Clearview Landfill, and the former Folcroft Landfill ("Folcroft") and Folcroft Landfill Annex ("Annex"). This letter concerns only the Folcroft Landfill and Folcroft Landfill Annex. The Clearview Landfill will be addressed separately in the near future.



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A large portion of the Folcroft Landfill and Annex is currently owned by the United States Department of Interior, Fish and Wildlife Service and is part of the John Heinz National Wildlife Preserve in Tinicum Township, Pennsylvania. A smaller portion of the Folcroft Landfill and Annex is privately owned.

NOTICE OF YOUR POTENTIAL LIABILITY

EPA has evaluated information in connection with the investigation of the Site. Based on this information, EPA believes that Conoco, Inc. may be a PRP for this Site. PRPs under CERCLA include: 1) current owners and operators of the site; 2) owners and operators of the site at the time hazardous substances were disposed; 3) persons who arranged for disposal or treatment of hazardous substances sent to the site; and 4) persons who accepted hazardous substances for transport to the site, and who selected the site for disposal. These categories are set forth in Section 107 of CERCLA, 42 U.S.C. § 9607.

Based on State and Federal records and/or other information, EPA has information indicating that Conoco, Inc. is a PRP for this Site. Specifically, EPA has reason to believe that Conoco, Inc., is liable as a person who arranged for disposal of hazardous substances sent to the Folcroft Landfill and/or Folcroft Landfill Annex from the former Bryton Chemical facility in Trainer, Pennsylvania. Conoco utilized the Folcroft Landfill and/or Folcroft Landfill Annex for disposal of Bryton Chemical's wastes between at least the mid-1960's and 1973.

The EPA has documented the release or threatened release of hazardous substances, pollutants or contaminants at or from the Site, as those terms are defined in Sections 101(14) and 101(33) of CERCLA, 42 U.S.C. §§ 9601(14) and (33). The United States has spent, or is considering spending, public funds on actions to investigate and control such releases or threatened releases at the Site. Unless EPA reaches an agreement under which a PRP or PRPs will properly perform or finance such actions, the United States may perform these actions pursuant to Section 104 of CERCLA, 42 U.S.C. § 9604, or require them to be performed by responsible parties under Section 106 of CERCLA, 42 U.S.C. § 9606.

The United States may order PRPs, or any one of them, to perform response actions deemed necessary by the United States to protect the public health, welfare or the environment. Additionally, PRPs may be liable for all costs incurred by the government in responding to any release or threatened release at the Site, under Sections 104 and 107(a) of CERCLA, 42 U.S.C. §§ 9604 and 9607(a), and the Resource Conservation and Recovery Act ("RCRA"), as amended, 42 U.S.C. §§ 6901 et seq., and other laws. Such actions and costs may include, but are not limited to, conducting a Remedial Investigation/Feasibility Study ("RI/FS"), and other investigation, planning, response, oversight, and enforcement activities related to the Site. In addition, potentially responsible parties may be required to pay for damages for injury to, destruction of, or loss of natural resources, including the cost of assessing the amount or extent of such damages related to a site.

You should also be aware that once a site is placed on the NPL pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, it cannot be deleted until after an RI/FS has been completed and the necessary remedial action has been conducted in accordance with EPA guidance and the National Contingency Plan ("NCP"), published at 40 C.F.R. Part 300.

By this letter, EPA notifies Conoco, Inc. of its potential liability with regard to this matter and encourages you to perform or to finance voluntarily those response activities that EPA determines to be necessary at the Site.

SITE RESPONSE ACTIVITIES

In accordance with CERCLA and other authorities, EPA has already undertaken certain actions and incurred certain costs in response to conditions at the Site.

EPA involvement at Folcroft Landfill and Annex began with a Preliminary Assessment on July 1, 1980 and a Site Inspection ("SI") completed November 1, 1980. The Folcroft Landfill and Annex was reinspected as part of a Site Inspection of the entire Site completed on August 17, 1999. The Site was assigned a Hazardous Ranking System ("HRS") score of 50 and was proposed for National Priorities List ("NPL") on May 11, 2000. The Lower Darby Creek Area Superfund Site was officially added to the NPL on June 14, 2001.

Conoco, Inc. may be asked at a later date to undertake, or may be liable for, any additional measures necessary to protect public health, welfare, or the environment. Such measures may include but are not limited to designing and implementing the EPA-approved remedial option and providing monitoring and maintenance necessary after remedial measures are completed.

The United States may expend additional funds for response activities at the Site under the authority of CERCLA and other laws.

SPECIAL NOTICE AND NEGOTIATION MORATORIUM

EPA anticipates that you will receive an additional notice from EPA in the future concerning the Folcroft Landfill and Folcroft Landfill Annex. The following four paragraphs are a detailed description of that future notice. You do not need to take any specific action regarding this future notice at this time. The description is provided to you here so that you can anticipate and understand the process.

The future notice will either inform you that EPA is using the CERCLA Section 122(e) special notice procedure to formally negotiate terms of a consent order or consent decree to conduct or to finance Site response activities, or it will inform you that EPA is electing not to utilize that procedure. If EPA does not use the Section 122(e) special notice procedure, the notice will specify why special notice was not considered appropriate in this case.

Under Section 122(e), EPA has discretionary authority to use the special notice procedure if EPA determines that such procedure would facilitate an agreement between EPA and the PRPs and would expedite response action at the Site. Use of this special notice procedure triggers a moratorium on certain government activities at the Site. The purpose of the moratorium is to provide a period of time when PRPs and EPA may enter into formal negotiations for PRP conduct or financing of the response activities at the Site.

If special notice is provided with respect to the Remedial Investigation/Feasibility Study ("RI/FS") at the Site, the moratorium period, during which the United States, with certain exceptions, may not commence a RI/FS, lasts for 60 days after receipt of special notice. If EPA determines that a good faith offer to perform or to finance the RI/FS is submitted by the PRPs within those 60 days, the statute provides a 30-day extension for further negotiations.

If EPA determines that a good faith offer has not been submitted within the first 60 days of any moratorium period, EPA may terminate the negotiation moratorium pursuant to Section 122(e)(4) of CERCLA. The United States then may commence response activities or enforcement actions as it deems appropriate. In the absence of an agreement with the parties to perform or to finance the necessary response activities, the United States may undertake these activities and pursue civil litigation against the parties for reimbursement of Site expenditures. Alternatively, the United States may issue a unilateral administrative order pursuant to Section 106(a) of CERCLA to require PRPs to initiate response activities, and/or may commence civil litigation pursuant to Section 106(a) of CERCLA to obtain similar relief. Failure to comply with an administrative order issued pursuant to Section 106(a) of CERCLA may result in a fine of up to \$27,500 per day, pursuant to Section 106(b) of CERCLA and 40 C.F.R. Part 19, and/or imposition of treble damages, pursuant to Section 107(c)(3).

The preceding explanation of special notice and the negotiation moratorium procedure is for your general information about the Superfund process. It does not require any specific action on your part at this time. (But see PRP Response and EPA Contact sections, below.)

FUTURE FINANCIAL REVIEW

If Conoco, Inc. wishes to settle, but you believe Conoco, Inc. would face a severe financial hardship by remitting the full payment amount, you may request that the EPA review your financial ability to pay. Under EPA policy, it is also possible in appropriate circumstances for payment to be made in installments. This may be considered as part of EPA's financial review. To process a claim of financial hardship, EPA will require you to substantiate that claim by submitting detailed financial documentation.

INFORMATION TO ASSIST RESPONSIBLE PARTIES

EPA encourages good faith negotiations between the PRPs and EPA, as well as among the PRPs. Therefore, EPA is providing a list of the names and addresses of PRPs to whom this notification is being sent or who have previously been notified as an attachment to this letter. This list represents EPA's preliminary findings on the identities of the PRPs for the Folcroft Landfill and Folcroft Landfill Annex portions of the Site. Inclusion on, or exclusion from, the list does not constitute a final determination by EPA concerning the liability of any party for the

release or threat of release of hazardous substances at or from the Site.

PRP STEERING COMMITTEE

EPA recommends that all PRPs meet to select a Steering Committee responsible for representing the group's interests. Establishing a manageable group is very important for successful negotiations with EPA. EPA representatives are available to meet or confer with the PRPs or a steering committee on a mutually convenient date in the near future. At the present time, some of the previously noticed PRPs have formed a steering committee. That committee is represented by Michael Dillon, Esquire, Morgan, Lewis & Bokius LLP, 1701 Market Street, Philadelphia, PA 19103-2921, (215) 963-5000.

ADMINISTRATIVE RECORD

Pursuant to CERCLA Section 113(k), 42 U.S.C. §9613(k), the United States establishes an administrative record that contains documents which form the basis for the United States' decision on the selection of each response action for a site. The administrative record will be available to the public for inspection and comment before any remedy is selected by the United States. A copy of the record will be located near the Site, and another copy will be located at the EPA Regional office in Philadelphia. The contact person for comments on the record will be provided with the record when such record is available for review at these locations.

PRP RESPONSE AND EPA CONTACT

You are encouraged to contact EPA in writing within **fourteen (14) days** of the receipt of this letter to express Conoco, Inc.'s willingness or unwillingness to participate in future negotiations concerning this Site. You may respond individually or through a steering committee if such a committee has been formed. Your response will be considered by EPA in determining whether the special notice procedure should be used for this Site.

If you are already involved in discussions with State or local authorities, engaged in voluntary action or involved in a lawsuit regarding this Site, you should not interpret this letter as advising or directing you to restrict or to discontinue any such activities. You should, however, report the status of those discussions or activities in your letter to EPA. Please provide EPA with a copy of your letter to any other party involved in those discussions.

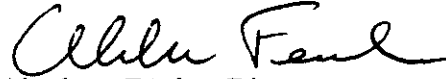
Your response should be addressed to:

Ms. Kristine Matzko (3HS23)
Remedial Project Manager
United States Environmental Protection Agency
1650 Arch Street
Philadelphia, PA 19103

The factual and legal discussions contained in this letter are intended solely for notification and information purposes. They are not intended to be, and cannot be relied upon, as a final EPA position on any matter set forth herein.

If you have any questions regarding the foregoing, please contact Carlyn Winter Prisk, Civil Investigator, at (215) 814-2625 or have your attorney contact Brian Nishitani, Senior Assistant Regional Counsel, at (215) 814-2675.

Sincerely,

A handwritten signature in black ink, appearing to read "Abraham Ferdas".

Abraham Ferdas, Director
Hazardous Site Cleanup Division

cc: Craig Olewiler (PADEP- Harrisburg)
April Flipse (PADEP - Conshohocken)
Kristine Matzko, (3HS23)
Brian Nishitani (3RC44)
Carlyn Winter Prisk (3HS11)
Stephen P. Chung, Esq. (Conoco)

**PRPs receiving Notice of Potential Liability for the
Folcroft Landfill and Folcroft Landfill Annex portions of the
Lower Darby Creek Area Superfund Site**

Parties receiving letters dated October 15, 2001

The Boeing Company

P.O. Box 3707
Seattle, WA 98124-2207

Legal Contact: Taralyn Trimpey, Esquire
Counsel
P.O. Box 516
Mail Code S100-3340
St. Louis, MO 63166-0516
(314) 232-3269

Browning-Ferris Industries, Inc.

c/o Allied Waste Systems, Inc.
15880 N. Greenway-Hayden Loop,
Suite 200
Scottsdale, AZ 85260

Legal Contact: Jeffrey N. Martin, Esquire
Hunton & Williams
1900 K. Street, NW
Washington, DC 20006
(202) 955-1552

Delaware County Solid Waste Authority

1521 North Providence Road
Rose Tree Park
Hunt Club Building
Media, PA 19063

Legal Contact: Benjamin Stonelake, Esquire
Blank Rome Comisky & McCauley LLP
One Logan Square
Philadelphia, PA 19103-6998
(215) 569-5500

E.I. duPont de Nemours and Company

1007 Market Street
Wilmington, DE 19899

Legal Contact: Pamela Meitner, Esquire
DuPont Legal, D-7099
1007 Market Street
Wilmington, De 19898
302-774-8720

FMC Corporation

200 E. Randolph Drive
Chicago, IL 60601

Legal Contact: John F. Stillmun, Esquire
Assistant General Counsel
1735 Market Street
Philadelphia, PA 19103
(215) 299-6989

General Electric Company

3135 Easton Turnpike
Fairfield, CT 06413-0001

Legal Contacts: David Rifkind, Esquire
Counsel-Environmental Matters
640 Freedom Business Center
King of Prussia, PA 19406

Steven T. Miano, Esquire
Wolf, Block, Schorr, and Solis-Cohen, LLP
1650 Arch Street, 22nd Floor
Philadelphia, PA 19103
(215) 977-2000

Wilbur C. Henderson, Jr.

c/o The Henderson Group
112 Chesley Drive, Suite 200
Media, PA 19063-1762

Legal Contacts: Norman C. Henss, Esquire
General Counsel
The Henderson Group
112 Chesley Drive, Suite 200
Media, PA 19063-1762
(610) 627-3619

David J. Brooman, Esquire
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Street
Philadelphia, PA 19103
(215) 988-2700

Henderson-Columbia Corporation

c/o The Henderson Group
Wilbur C. Henderson, Jr.
112 Chesley Drive, Suite 200
Media, PA 19063-1762

Legal Contacts: Norman C. Henss, Esquire
(610) 627-3619

David J. Brooman, Esquire
(215) 988-2700

Honeywell International, Inc.

101 Columbia Road
Morristown, NJ 07962

Legal Contact: David Cooke, Esquire
Assistant General Counsel
101 Columbia Road
Morristown, NJ 07962
(973) 455-2817

Rohm and Haas Company

100 Independence Mall West
Philadelphia, PA 19106

Legal Contacts: Ellen S. Friedell, Associate General Counsel
100 Independence Mall West
Philadelphia, PA 19106
(215) 592-2582

Robert Fox, Esquire
Manko, Gold, Katcher, & Fox LLP
401 City Avenue, Suite 500
Bala Cynwyd, PA 19004
(484) 430-5700

United States Department of the Interior

Fish and Wildlife Service
1849 C. Street NW, Room 3012
Washington, DC 20240-0001

Legal Contact: John Seymour, Esquire
Attorney Advisor
Office of the Solicitor
United States Department of the Interior
1849 C Street, NW
Washington, DC 20240

Waste Management, Inc.

1001 Fannin Street
Suite 4000
Houston, TX 77002

Contact: Steve Joyce, Area Director
4 Liberty Lane West
Hampton, NH 03842

Legal Contact: Joseph O'Dea, Esq.
Saul Ewing
Centre Square West
1500 Market Street
38th Floor
Philadelphia, PA 19102-2186

Waste Management, Inc.

1001 Fannin Street
Suite 4000
Houston, TX 77002

Contact: Steve Joyce, Area Director
4 Liberty Lane West
Hampton, NH 03842

Legal Contact: Joseph O'Dea, Esq.
Saul Ewing
Centre Square West
1500 Market Street
38th Floor
Philadelphia, PA 19102-2186

Parties receiving letters dated November 6, 2001:

Chemical Leaman Tank Lines, Inc.

c/o Quality Distribution, Inc.
3802 Corporex Park Drive
Tampa, FL 33619

Contact: Louise Corrigan, Environmental Manager
Quality Distribution, Inc.
150 E. Pennsylvania Ave.
Suite 125
Downingtown, PA 19335
(610) 518-3122

Legal Contact: Maxine Woelfling, Esq.
Morgan, Lewis & Brokious
One Commerce Square
417 Walnut Street
Harrisburg, PA 17101-1904
(717) 237-4000

Parties receiving letters dated January 25, 2002

Kimberly-Clark Corporation

351 Phelps Drive
Irving, TX 75038
(972) 281-1200

Legal Contact: Marcia K. Cowan
1400 Holcomb Bridge Road
Roswell, GA 30076-2199
(770) 587-7254

PPG Industries, Inc.

One PPG Place
Pittsburgh, PA 15272
(412) 434-3703

Legal Contact: Paul M. King, Esq.
(412) 434-3703

Parties Receiving letters dated June 7, 2002

Allied Envelope Company

455 Washington Avenue
P.O. Box 6506
Carlstadt, NJ 07072

Contact: Roy J. Ward
(201) 440-2000, ext 160

Legal Contact: David M. Meisels, Esquire
Herrick, Feinstein LLP
2 Penn Plaza
Newark, NJ 07105-2245
(973) 274-2015

Honeywell International, Inc.

101 Columbia Road
Morristown, NJ 07962

Legal Contact: David Cooke, Esq.
(973) 455-2817

Hospital of the University of Pennsylvania

21 Penn Tower
3400 Civic Center Blvd.
Philadelphia, PA 19104

Office of the General Counsel
133 South 36th Street, Suite 360
Philadelphia, PA 19104-3246

Legal Contacts: Roman Petyk, General Counsel
(215) 746-5275

Leslie Ledogar, Esq.
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market St., 51st Floor
Philadelphia, PA 19103
(215) 864-8137

M.A. Bruder & Sons, Inc.

600 Reed Road
Broomall, PA 19008

Legal Contact: Andrew S. Levine, Esq.
Stradley Ronen
2600 One Commerce Square
Philadelphia, PA 19103
(215) 564-8073

Parties Receiving Letters Dated July 5, 2002

Conoco, Inc.
Conoco Center
600 North Dairy Ashford
Houston, TX 77079

Legal Contact: Stephen P. Chung, Esquire
(281) 293-6231.